

# ITEL

## Itel Rail Corporation

55 Francisco Street  
San Francisco, California 94111  
(415) 984-4000

RECORDATION NO. 1420

JAN 4 1988 - 3 15 PM

INTERSTATE COMMERCE COMMISSION

1-4-88

20.00

RECORDATION NO. 9756-CC Filed 1420

JAN 4 1988 - 3 15 PM

INTERSTATE COMMERCE COMMISSION

December 30, 1987

Hon. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

Re: Amendment No. 1 dated December 22, 1987, to the Sublease Agreement dated October 6, 1983, between East Camden and Highland Railroad Company and Green Bay and Western Railroad Company

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instrument, in four (4) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$20 recordation fee.

Please record this Amendment under the Sublease Agreement dated October 6, 1983, between East Camden and Highland Railroad Company and Green Bay and Western Railroad Company which was filed with the ICC on January 27, 1984, under Recordation No. 9756-H. Please cross-index this Amendment to the Equipment Trust Agreement dated January 1, 1982, between Itel Rail Corporation and First Security Bank of Utah, N.A., which was filed with the ICC on September 20, 1983, under Recordation No. 14165.

The parties to the aforementioned instrument are listed below:

East Camden and Highland Railroad Company (Sublessor)  
P.O. Box 3180  
East Camden, Arkansas 71701

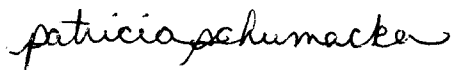
Green Bay and Western Railroad Company (Sublessee)  
P.O. Box 2507  
Green Bay, Wisconsin 54306

Hon. Noreta R. McGee  
Interstate Commerce Commission  
December 30, 1987  
Page Two

This Amendment reflects the change to mechanical designation "XP" the boxcars bearing reporting marks from within the series GBW 10050-10098.

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the ICC fee receipt and acknowledgment letter.

Very truly yours,

A handwritten signature in cursive script that reads "patricia schumacker". The signature is written in dark ink and is positioned above the typed name.

Patricia Schumacker  
Legal Department

PS/ke

Enclosures

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Patricia Schumacker  
Ite! Rail Corp.  
55 Francisco Street  
San Francisco, CA 94133

Dear

Si

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/4/88 at 3:15PM, and assigned recordation number(s). 9756-BB & CC, & 14165-III & JJJ

Sincerely yours,

*Narita L. McGee*

Secretary

Enclosure(s)

09/28/87

RECORDATION NO. 9756-CC FILED 1428

JAN 4 1988 -3 15 PM

AMENDMENT NO. 1

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 1 (the "Amendment") to that certain Sublease Agreement (the "Sublease") dated as of October 6, 1983, between EAST CAMDEN AND HIGHLAND RAILROAD COMPANY as sublessor ("Sublessor") and GREEN BAY AND WESTERN RAILROAD COMPANY as sublessee ("Sublessee") is made this 2nd day of December, 1987, by and between Sublessor and Sublessee.

**R E C I T A L S:**

- A. Sublessor is the Lessee and Itel Rail Corporation, as successor in interest to Itel Corporation, Rail Division, ("Itel Rail") is the Lessor under that certain Lease Agreement dated as of April 26, 1978 pursuant to which Itel Rail leased to Sublessor the equipment described therein.
- B. Sublessor, with the consent of Itel Rail, subleased fifty (50) of the fifty-foot (50') boxcars (the "Cars") to Sublessee under the Sublease.
- C. The Car bearing the reporting mark GBW 10099 was remarked to bear Sublessor's reporting marks on June 6, 1984.
- D. The Cars have been modified to bear the XP mechanical designation of the Association of American Railroads.

NOW, THEREFORE, the parties hereto agree to amend the Sublease as follows:

- 1. All terms defined in the Sublease shall have their defined meanings when used in this Amendment.
- 2. Effective September 1, 1987, Equipment Schedule No. 1 attached to the Sublease, is deleted in its entirety and replaced by Equipment Schedule No. 1.A., attached hereto.
- 3. Except as expressly modified by this Amendment, all terms and provisions of the Sublease shall remain in full force and effect.

THIS INSTRUMENT IS ON FILE WITH THE  
OFFICE OF THE CLERK OF THE  
COURT OF THE DISTRICT OF COLUMBIA  
FINANCIAL, RECORDS AND INFORMATION  
RAIL CORPORATION DATED AS OF SEPTEMBER 30, 1988.

ASSIGNED TO THE SECURITY BANK  
OF UTAH, INC. BY ORDER OF THE  
COURT OF THE DISTRICT OF COLUMBIA  
A LEASE AGREEMENT.

4. This Amendment may be executed by the parties hereto in any number of counterparts and all such counterparts taken together shall be deemed to constitute one and the same instrument.

**EAST CAMDEN AND HIGHLAND  
RAILROAD COMPANY**

By: [Signature]

Title: Vice President

Date: 10/20/87

**GREEN BAY AND WESTERN  
RAILROAD COMPANY**

By: [Signature]

Title: President

Date: 12/11/87

**ACKNOWLEDGEMENT AND CONSENT:**

**ITEL RAIL CORPORATION**

By: [Signature]

Title: President

Date: 12/22/87

STATE OF Arkansas )  
 ) ss:  
COUNTY OF Calhoun )

On this 20th day of October, 1987, before me personally appeared George R. O'Connor, to me personally known, who being by me duly sworn says that such person is Vice President of East Camden and Highland Railroad Company, that the foregoing Amendment No. 1 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Melba J. Turner  
Notary Public

My Commission Expires June 18, 1995

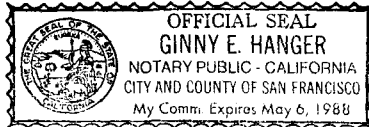
STATE OF Wisconsin )  
 ) ss:  
COUNTY OF Brown )

On this 11th day of December, 1987, before me personally appeared Jerold J. Bruley, to me personally known, who being by me duly sworn says that such person is president of Green Bay and Western Railroad Company, that the foregoing Amendment No. 1 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Narothy M. Bruley  
Notary Public 6-11-90

STATE OF CALIFORNIA     )  
                                      ) ss:  
COUNTY OF SAN FRANCISCO )

On this 22nd day of December, 1987, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of ITEL Rail Corporation, that the foregoing Amendment No. 1 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Ginny E. Hanger  
Notary Public

**EQUIPMENT SCHEDULE NO. 1.A.**

East Camden and Highland Railroad Company hereby subleases the following Cars to Green Bay and Western Railroad Company subject to the terms and conditions of that certain Sublease Agreement dated as of October 6, 1983.

A.A.R. Mech. Desig.	Description	Numbers	Length	Dimensions		Doors Width
				Inside Width	Height	
XP	50' General Purpose Boxcar, Plate C, End of Car Cushioning Nailable Steel Floors, 100-Ton Trucks	GBW 10050- 10098	50'6"	9'6"	11'1"	12' Plug

This Equipment Schedule replaces Equipment Schedule No. 1 attached to the Agreement which executed on November 9, 1983.

**EAST CAMDEN AND HIGHLAND  
RAILROAD COMPANY**

By: *John R. Roman*  
Title: *Vice President*  
Date: *10/20/87*

**GREEN BAY AND WESTERN  
RAILROAD COMPANY**

By: *J. J. Buley*  
Title: *12/11/87*  
Date: *President*

**ACKNOWLEDGEMENT AND CONSENT:**

**ITEL RAIL CORPORATION**

By: *Jeffrey*  
Title: *President*  
Date: *12/22/87*



STATE Arkansas )  
COUNTY OF Calhoun ) ss:

On this 20th day of October, 1987, before me personally appeared George R. O'Connor, to me personally known, who being by me duly sworn says that such person is Vice President of East Camden and Highland Railroad Company, that the foregoing Equipment Schedule No. 1.A. was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Melba J. Turner  
Notary Public

My Commission Expires June 18, 1995

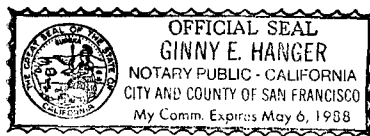
STATE OF Wisconsin )  
COUNTY OF Brown ) ss:

On this 11th day of December, 1987, before me personally appeared Jerold J. Bruley, to me personally known, who being by me duly sworn says that such person is president of Green Bay and Western Railroad Company, that the foregoing Equipment Schedule No. 1.A. was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dorothy M. Bruley  
Notary Public 6-11-90

STATE OF California )  
COUNTY OF San Francisco ) ss:

On this 22nd day of December, 1987, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of Itel Rail Corporation, that the foregoing Equipment Schedule No. 1.A. was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Ginny E. Hanger  
Notary Public

09/28/87

RECORDATION NO. 1425

AMENDMENT NO. 1

JAN 4 1988-3 15 P.M.

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 1 (the "Amendment") to that certain Sublease Agreement (the "Sublease") dated as of October 6, 1983, between EAST CAMDEN AND HIGHLAND RAILROAD COMPANY as sublessor ("Sublessor") and GREEN BAY AND WESTERN RAILROAD COMPANY as sublessee ("Sublessee") is made this 22nd day of December, 1987, by and between Sublessor and Sublessee.

RECITALS:

- A. Sublessor is the Lessee and Itel Rail Corporation, as successor in interest to Itel Corporation, Rail Division, ("Itel Rail") is the Lessor under that certain Lease Agreement dated as of April 26, 1978 pursuant to which Itel Rail leased to Sublessor the equipment described therein.
- B. Sublessor, with the consent of Itel Rail, subleased fifty (50) of the fifty-foot (50') boxcars (the "Cars") to Sublessee under the Sublease.
- C. The Car bearing the reporting mark GBW 10099 was remarked to bear Sublessor's reporting marks on June 6, 1984.
- D. The Cars have been modified to bear the XP mechanical designation of the Association of American Railroads.

NOW, THEREFORE, the parties hereto agree to amend the Sublease as follows:

- 1. All terms defined in the Sublease shall have their defined meanings when used in this Amendment.
- 2. Effective September 1, 1987, Equipment Schedule No. 1 attached to the Sublease, is deleted in its entirety and replaced by Equipment Schedule No. 1.A., attached hereto.
- 3. Except as expressly modified by this Amendment, all terms and provisions of the Sublease shall remain in full force and effect.

THIS INSTRUMENT IS SUBJECT TO A SECURITY INTEREST IN FAVOR OF CITICORP FIDELITY BANK, INC. UNDER THE MILLER FINANCIAL INSTITUTIONS SECURITY AGREEMENT WITH ITEL RAIL CORPORATION DATED AS OF SEPTEMBER 30, 1986.

ASSIGNED TO CITICORP FIDELITY BANK  
ON 10/1/87 BY ORDER  
A LEASE ASSIGNMENT.

4. This Amendment may be executed by the parties hereto in any number of counterparts and all such counterparts taken together shall be deemed to constitute one and the same instrument.

**EAST CAMDEN AND HIGHLAND  
RAILROAD COMPANY**

By: [Signature]

Title: Vice President

Date: 12/25/87

**GREEN BAY AND WESTERN  
RAILROAD COMPANY**

By: [Signature]

Title: President

Date: 12/11/87

**ACKNOWLEDGEMENT AND CONSENT:**

**ITEL RAIL CORPORATION**

By: [Signature]

Title: President

Date: 12/22/87

STATE OF Arkansas )  
 ) ss:  
COUNTY OF Calhoun )

On this 20th day of October, 1987, before me personally appeared George R. O'Connor, to me personally known, who being by me duly sworn says that such person is Vice President of East Camden and Highland Railroad Company, that the foregoing Amendment No. 1 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Melba J. Turner  
Notary Public

My Commission Expires June 18, 1995

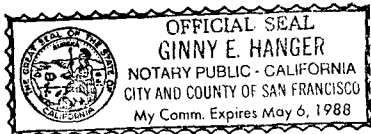
STATE OF Wisconsin )  
 ) ss:  
COUNTY OF Brown )

On this 11th day of December, 1987, before me personally appeared Jerold J. Bruley, to me personally known, who being by me duly sworn says that such person is president of Green Bay and Western Railroad Company, that the foregoing Amendment No. 1 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dorothy M. Bruley  
Notary Public 6-11-90

STATE OF CALIFORNIA       )  
  ) ss:  
COUNTY OF SAN FRANCISCO )

On this 22nd day of December, 1987, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of Itel Rail Corporation, that the foregoing Amendment No. 1 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Ginny E. Hanger  
Notary Public

**EQUIPMENT SCHEDULE NO. 1.A.**

East Camden and Highland Railroad Company hereby subleases the following Cars to Green Bay and Western Railroad Company subject to the terms and conditions of that certain Sublease Agreement dated as of October 6, 1983.

A.A.R. Mech. Desig.	Description	Numbers	Length	Dimensions		Doors
				Inside Width	Height	Width
XP	50' General Purpose Boxcar, Plate C, End of Car Cushioning Nailable Steel Floors, 100-Ton Trucks	GBW 10050- 10098	50'6"	9'6"	11'1"	12' Plus

This Equipment Schedule replaces Equipment Schedule No. 1 attached to the Agreement which executed on November 9, 1983.

EAST CAMDEN AND HIGHLAND  
RAILROAD COMPANY

By: [Signature]

Title: Vice President

Date: 10/20/87

GREEN BAY AND WESTERN  
RAILROAD COMPANY

By: [Signature]

Title: President

Date: 12/11/87

ACKNOWLEDGEMENT AND CONSENT:

ITEL RAIL CORPORATION

By: [Signature]

Title: President

Date: 12/22/87

STATE Arkansas )  
COUNTY OF Calhoun ) ss:

On this 20th day of October, 1987, before me personally appeared George R. O'Connor, to me personally known, who being by me duly sworn says that such person is Vice President of East Camden and Highland Railroad Company, that the foregoing Equipment Schedule No. 1.A. was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Melba J. Turner  
Notary Public

My Commission Expires June 18, 1995

STATE OF Wisconsin )  
COUNTY OF Brown ) ss:

On this 11th day of December, 1987, before me personally appeared Jerold J. Bruley, to me personally known, who being by me duly sworn says that such person is president of Green Bay and Western Railroad Company, that the foregoing Equipment Schedule No. 1.A. was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dorothy M. Bruley  
Notary Public 6-11-90



STATE OF California )  
COUNTY OF San Francisco ) ss:

On this 22nd day of December, 1987, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of Itel Rail Corporation, that the foregoing Equipment Schedule No. 1.A. was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Ginny E. Hanger  
Notary Public